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Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1000

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August 16, 1989

RECORDATION NO. 8947-1m FILED 1425
AUG 28 1989 - 12 05 PM
INTERSTATE COMMERCE COMMISSION

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9-240A022

RECORDATION NO. 8947-14 FILED 1425

AUG 28 1989 - 12 05 PM

INTERSTATE COMMERCE COMMISSION

Via Air Courier

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 28508 --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series 69

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Eighth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of July 10, 1989, creating Southern Pacific Transportation Company Equipment Trust, Series 69, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of July 1, 1977, recorded on August 26, 1977, at 2:15 PM, assigned Recordation No. 8947;

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Equipment Lease dated July 1, 1983, between Southern Pacific Transportation Company and Union Pacific Railroad Company, recorded on August 22, 1983, at 10:20 AM, assigned Recordation No. 8947-A;

First Supplement to Equipment Trust Agreement dated as of October 31, 1983, recorded on December 6, 1983, at 2:40 PM, assigned Recordation No. 8947-B;

Second Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 8947-C;

Third Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 8947-D;

Fourth Supplement to Equipment Trust Agreement dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 8947-E;

Assignment and Transfer of Certain Road Equipment dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 8947-F;

Fifth Supplement to Equipment Trust Agreement dated as of July 15, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 9847-G;

Assignment and Transfer of Certain Road Equipment dated as of July 15, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordaton No. 9847-H;

Sixth Supplement to Equipment Trust Agreement dated as of May 5, 1988, recorded on May 20, 1988, at 11:50 AM, assigned Recordation No. 8947-I;

Assignment and Transfer of Certain Road Equipment dated as of May 5, 1988, recorded on May 20, 1988, at 11:50 AM, assigned Recordation No. 8947-J;

Seventh Supplement to Equipment Trust Agreement dated as of August 31, 1988, recorded on September 13, 1988, at 3:05 PM, assigned Recordation No. 8947-K; and

Assignment and Transfer of Certain Road Equipment dated as of August 31, 1988, recorded on September 13, 1988, at 3:05 PM, assigned Recordation No. 8947-L.

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In connection with the recording of the Eighth Supplement and Assignment and Transfer, each dated as of July 10, 1989, to the Equipment Trust Agreement dated as of July 1, 1977, the following information is set forth:

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.
30 South 30th Street
Philadelphia, Pennsylvania 19104

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment
Covered by the Eighth Supplement:

Number of
Units

Description

14	100-ton Gondola Cars; Baldwin, builder; lettered SP and numbered 341341-341346 (GRIP Date - July, 1977), 341354-341358 (GRIP Date - September, 1977) and 341359-341361 (GRIP Date - October, 1977).
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General Description of the Equipment Covered by the
Assignment and Transfer of Certain Road Equipment:

Number of
Units

Description

1	Diesel Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 4430.
3	100-ton Box Cars; FMC Corporation (Marine and Rail Equipment Division), builder; lettered SP and numbered 605581, 605591 and 605592.
1	100-ton Gondola Car; PACCAR, Inc. (Pacific Car and Foundry Company Division), builder; lettered SP and numbered 323088.

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When the recording of the Eighth Supplement and Assignment and Transfer have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you and return four (4) of the same to the undersigned.

Very truly yours,

A handwritten signature in cursive script, reading "Louis P. Warchot".

Louis P. Warchot
General Attorney

Enclosures

cc: Mr. E. L. Johnson
(Attn: Mr. C. D. Tyler)

RECORDATION NO

8947-5m
FILED 1423

AUG 28 1989 - 12 05 PM

SOUTHERN PACIFIC TRANSPORTATION COMPANY

INTERSTATE COMMERCE COMMISSION

EQUIPMENT TRUST

SERIES 69

EIGHTH

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of July 10, 1989

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the tenth day of July, 1989, between First Pennsylvania Bank, N.A., a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of July 1, 1977, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series 69 (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to the Company; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value, determined as provided in the Equipment Trust, of the unsuitable railroad equipment; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That First Pennsylvania Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of one dollar

(\$1.00) to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of Southern Pacific Transportation Company Equipment Trust, Series 69, the railroad equipment hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
14	100-ton Gondola Cars; Baldwin, builder; lettered SP and numbered 341341-341346 (GRIP date - July, 1977), 341354-341358 (GRIP Date - September, 1977), and 341359-341361 (GRIP Date - October, 1977).

TO HAVE AND TO HOLD, as part of the Trust Equipment, subject to all of the terms and conditions of the Equipment Trust.

This Eighth Supplement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and

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*
*

their respective corporate seals to be hereunto affixed, duly
attested, as of the day and year first above written.


FIRST PENNSYLVANIA BANK, N.A.,
Trustee

By 
Corporate Trust Officer

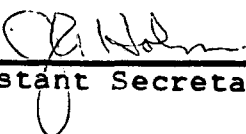
Attest:


Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By 
Treasurer

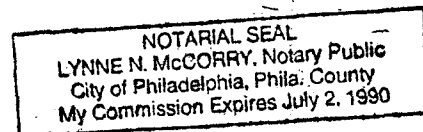
Attest:


Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) ss.
CITY AND COUNTY OF PHILADELPHIA)

On this 28th day of July, 1989, before me
personally appeared GEORGE J. RAYZIS, to me personally known,
who, being by me duly sworn, says that he is Corporate Trust
Officer of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed
to the foregoing instrument is the corporate seal of said
corporation; that said instrument was signed and sealed on behalf
of said corporation by authority of its Board of Directors; and
he acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.

Lynne N. McCorry
Notary Public



STATE OF CALIFORNIA)
) ss.
CITY AND COUNTY OF SAN FRANCISCO)

)
) ss.
)

CITY AND COUNTY OF SAN FRANCISCO)

On this 10th day of July, 1989, before me personally appeared E. F. GRADY, to me personally known, who, being by me duly sworn, ~~says that he is Treasurer of SOUTHERN PACIFIC~~ TRANSPORTATION COMPANY; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lenora M. J. Young
Notary Public

